

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On July 17, 2006, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage prepaid U.S. mail:

- 1) Order to Show Cause Why Motion to Implement Final Trading Order in Respect of Acquisition of Stock by Harbinger Capital Partners Master Fund I, Ltd. Should Not be Granted (Docket No. 4570) [a copy of which is attached hereto as Exhibit E]
- 2) Motion to Implement Final Trading Order in Respect of Acquisition of Stock by Harbinger Capital Partners Master Fund I, Ltd. (Docket No. 4576) [a copy of which is attached hereto as Exhibit F]

Dated: July 19, 2006

/s/ Evan Gershbein  
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 19th day of July, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Shannon J Spencer

Commission Expires: 6/20/10

## **EXHIBIT A**

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Varnum, Riddering, Schmidt & Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 353	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	<a href="mailto:msmcelwee@varnumlaw.com">msmcelwee@varnumlaw.com</a>	Counsel for Furukawa Electric North America APD
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216-1008		614-464-6422	614-719-8676	<a href="mailto:rsidman@vssp.com">rsidman@vssp.com</a>	
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215		614-464-8322	614-719-4663	<a href="mailto:ts Cobb@vssp.com">ts Cobb@vssp.com</a>	Counsel for America Online, Inc. and its Subsidiaries and Affiliates
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Waller Lansden Dortch & Davis, PLLC	Robert J. Welhoelter, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<a href="mailto:robert.welhoelter@walleralaw.com">robert.welhoelter@walleralaw.com</a>	Counsel to Nissan North America, Inc.
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Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	<a href="mailto:aordubegian@weineisen.com">aordubegian@weineisen.com</a>	Counsel for Orbotech, Inc.
Wellman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	614-222-2193	<a href="mailto:gpeters@wellman.com">gpeters@wellman.com</a>	Counsel to Seven Seventeen Credit Union
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White & Case LLP	Douglas Baumstein									<a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a>	
Whyte, Hirschboeck Dudek S.C.	Thomas Lauria	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	305-358-5744	<a href="mailto:tlauria@whitecase.com">tlauria@whitecase.com</a>	Counsel for Appaloosa Management, LP
	Frank Eaton									<a href="mailto:featon@miami.whitecase.com">featon@miami.whitecase.com</a>	
	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	414-223-5000	<a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>	Counsel for Schunk Graphite Technology

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701		512-370-2800	512-370-2850	<a href="mailto:bspears@winstead.com">bspears@winstead.com</a>	Counsel for National Instruments Corporation
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Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:mwinthrop@winthropicouchot.com">mwinthrop@winthropicouchot.com</a>	Counsel for Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	<a href="mailto:sokeefe@winthropicouchot.com">sokeefe@winthropicouchot.com</a>	Counsel for Metal Surfaces, Inc.
WL Ross & Co., LLC	Oscar Iglesias	600 Lexington Avenue	19th Floor	New York	NY	10022		212-826-1100	212-317-4893	<a href="mailto:oiglesias@wlross.com">oiglesias@wlross.com</a>	Counsel for WL Ross & Co., LLC
Womble Carlyle Sandridge & Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	<a href="mailto:lpinto@wCSR.com">lpinto@wCSR.com</a>	Counsel for Armacell
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:pjanovsky@zeklaw.com">pjanovsky@zeklaw.com</a>	Counsel for Toyota Tsusho America, Inc.
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel for Toyota Tsusho America, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE ZIP	EMAIL
Harbinger Capital Partners Master Fund I, Ltd.	White & Case LLP	Timothy Mulvey	1155 Avenue of the Americas	New York	NY 10036-2787	<a href="mailto:tmulvey@ny.whitecase.com">tmulvey@ny.whitecase.com</a>

## **EXHIBIT C**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE ZIP	PHONE	FAX	PARTY / FUNCTION
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI 48226	313-628-3648	313-628-3602	Michigan IRS
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	290 Broadway	5th Floor	New York	NY 10007	212-436-1038	212-436-1931	IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	OH 45439	937-294-7813	937-294-9164	Creditor Committee Member
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street	Suite 5400	Chicago	IL 60606	312-372-2000	312-984-7700	Counsel for Recticel North America, Inc.
Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ 7960	973-656-8365	973-656-8805	Creditor Committee Member
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL 60606	312-372-2000	312-984-7700	Counsel for Recticel North America, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	PARTY / FUNCTION
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Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	716-856-5510	Counsel for Relco, Inc.; The Durham Companies, Inc.
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	Counsel for Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raiffeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfonds ABP
King & Spalding, LLP	Alexandra B. Feldman	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	Counsel for Martinrea International, Inc.
Kirkland & Ellis LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	312-861-2200	Counsel for Lunt Manufacturing Company
North Point	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	216-579-0212	Counsel for WL. Ross & Co., LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3157	212-373-2053	Counsel for Ambrake Corporation; Akebono Corporation
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60066		312-258-5500	312-258-5600	Counsel for Means Industries
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408-299-1200	408-998-4895	Counsel for Maxim Integrated Products, Inc.

## **EXHIBIT D**

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION	NOTES
Jason, Inc.	Beth Klimczak, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202					General Counsel for Jason Incorporated	
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734		989-385-3230	989-754-7690	They have no email address, have to be notified by mail	Corporate Secretary for Professional Technologies Services	

## **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re : Chapter 11  
:   
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:   
Debtors. : (Jointly Administered)  
:  
-----x

ORDER TO SHOW CAUSE WHY MOTION TO IMPLEMENT  
FINAL TRADING ORDER IN RESPECT OF ACQUISITION  
OF STOCK BY HARBINGER CAPITAL PARTNERS  
MASTER FUND I, LTD. SHOULD NOT BE GRANTED

Upon the above-captioned debtors' Motion To Implement Final Trading Order In  
Respect Of Acquisition Of Stock By Harbinger Capital Partners Master Fund I, Ltd. (the  
"Harbinger Trading Motion"), dated July 17, 2006; and upon the affidavit of Kayalyn A.  
Marafioti, sworn to July 17, 2006, in support of the application for an expedited hearing on the  
Harbinger Trading Motion; and upon the Final Order Under 11 U.S.C. §§ 105, 362, And 541  
And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable To Substantial  
Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing  
Procedures For Trading In Claims And Equity Securities, (Docket No. 1780) (the "Final Trading  
Order"), entered on January 6, 2006; and it appearing that the integrity of the Final Trading  
Order will be prejudiced by undue delay; and good cause having been shown, and sufficient  
cause appearing therefor, it is hereby

ORDERED that Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger")  
shall show cause before the Honorable Robert D. Drain, United States Bankruptcy Court for the

Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, on July 19, 2006 at 10:00 a.m. (Prevailing Eastern Time), why an order should not be entered granting the Harbinger Trading Motion; and it is further

ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand or overnight delivery AND by electronic mail (except with respect to the office of the United States Trustee) as soon as practicable after the entry hereof but in any event so as to be RECEIVED no later than Tuesday, July 18, 2006 at 10:00 a.m. upon: (i) counsel for Harbinger Capital Partners Master Fund I, Ltd., White & Case LLP, 1155 Avenue of the Americas, New York, New York 10036-2787 (Att'n: Timothy Mulvey), (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), (iii) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (v) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick), and (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart); and it is further

ORDERED that answering papers, if any, shall be served upon the above-mentioned parties and upon counsel to the above-captioned debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square,

New York, New York 10036 (Att'n: Kayalyn A. Marafioti and Thomas J. Matz) by hand  
delivery AND by electronic mail (except with respect to the office of the United States Trustee)  
so as to be RECEIVED no later than July 18, 2006 at 5:00 p.m.

Dated: New York, New York  
July 17, 2006

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT F**

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333 West Wacker Drive, Suite 2100  
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John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	X
:	
In re	: Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
:	
	X

MOTION TO IMPLEMENT FINAL TRADING  
ORDER IN RESPECT OF ACQUISITION OF STOCK BY  
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

("HARBINGER TRADING MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order implementing this Court's Final Order Under 11 U.S.C. §§ 105, 362, and 541 and Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable to Substantial Holders of Claims and Equity Securities and (B) Establishing Notification and Hearing Procedures for Trading in Claims and Equity Securities (Docket No. 1780) (the "Final Trading Order") in respect of acquisition of Delphi common stock by Harbinger Capital Partners Master Fund I, Ltd ("Harbinger"). In further support of this Motion, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases.

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors. No trustee or examiner has been appointed in the Debtors' cases. On April 28, 2006, the Office of the United States Trustee appointed an official committee of equity holders.

3. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 105, 361, 362, 363, and 364 of the Bankruptcy Code and Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure.

B. Current Business Operations Of The Debtors

5. Delphi and its subsidiaries and affiliates (collectively, the "Company") had global 2005 net sales of approximately \$26.9 billion, and global assets as of August 31, 2005 of approximately \$17.1 billion. At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer.

7. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were

transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

8. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales. Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.8 billion on net sales of \$26.9 billion.

9. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

10. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements.

Because discussions with its major unions and GM had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

11. On March 31, 2006, the Company outlined the key tenets of its transformation plan. The Company believes that this plan will enable it to return to stable, profitable business operations and allow the Debtors to emerge from these chapter 11 cases in the first half of 2007. To complete their restructuring process, the Debtors must focus on five key areas. First, Delphi must modify its labor agreements to create a competitive arena in which to conduct business. Second, the Debtors must conclude their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company. Third, the Debtors must streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. Fourth, the Debtors must transform their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. Finally, the Debtors must devise a workable solution to their current pension situation.

12. In connection with the first two elements of the Company's transformation plan, Delphi continues to participate in discussions with its unions and GM. Throughout those discussions, Delphi has consistently communicated a clear message to both its hourly workforce and GM: Delphi is committed to finding a consensual resolution to its issues and intends to continue to discuss with its unions and

GM ways to become competitive in the Debtors' U.S. operations. To that end, Delphi, GM and the UAW recently received this Court's approval of a tripartite agreement providing for a special hourly attrition program for Delphi's UAW-represented employees. This special hourly attrition program could provide as many as 18,000 of Delphi's 23,000 existing UAW-represented long-term hourly employees with "soft landing" through retirement attrition programs and GM flowbacks. Delphi also hopes to reach agreement on similar hourly attrition programs with its other unions, which could provide as many as 4,500 additional hourly employees with retirement programs or incentives.

13. These hourly attrition programs constitute an important first step in implementing the Debtors' transformation plan, but will not resolve all of the issues related to Delphi's uncompetitive labor agreements. Moreover, Delphi has not yet reached comprehensive agreements with its unions and GM. Therefore, on March 31, 2006, Delphi moved under sections 1113 and 1114 of the Bankruptcy Code for authority to reject its U.S. labor agreements and to modify retiree benefits. Contemporaneously therewith, the Debtors also moved to reject unprofitable supply contracts with GM. Among the reasons for the GM contract rejection motion was the Debtors' belief that GM must cover a greater portion of the costs of manufacturing products for GM at plants that bear the burden of the Debtors' legacy costs. This initial motion covers approximately half of the Debtors' North American annual purchase volume revenue from GM but only 10% of the Debtors' total contracts with GM. Although the filing of these motions was a necessary procedural step, the Debtors remain focused on reaching a consensual

resolution with all of Delphi's unions and GM before a hearing on the motions is necessary.

14. To implement the third element of the Debtors' transformation plan, the Company announced plans to focus its product portfolio on those core technologies for which the Company has significant competitive and technological advantages and expects the greatest opportunities for increased growth. To that end, the Company will concentrate the organization around the following core strategic product lines: (a) Controls & Security (Body Security, Mechatronics, Power Products, and Displays), (b) Electrical/Electronic Architecture (Electrical/Electronic Distribution Systems, Connection Systems, and Electrical Centers), (c) Entertainment & Communications (Audio, Navigation, and Telematics), (d) Powertrain (Diesel and Gas Engine Management Systems), (e) Safety (Occupant Protection and Safety Electronics), and (f) Thermal (Climate Control & Powertrain Cooling).

15. In contrast, the Company similarly identified certain non-core product lines that do not fit into its future strategic framework, including Brake & Chassis Systems, Catalysts, Cockpits and Instrument Panels, Door Modules and Latches, Ride Dynamics, Steering, and Wheel Bearings. The Company will seek to sell or wind down these non-core product lines (which will include approximately one-third of its global manufacturing sites) and will consult with its customers, unions, and other stakeholders to carefully manage the transition of such affected product lines. The Company intends to sell or wind down the non-core product lines and manufacturing sites by January 1, 2008.

16. As part of its organizational restructuring, the fourth element of the Debtors' transformation plan, the Company expects to reduce its global salaried workforce by as many as 8,500 employees as a result of portfolio and product rationalizations and initiatives adopted following an analysis of the Company's selling, general, and administration ("SG&A") cost saving opportunities. The Company believes that once its SG&A plan is fully implemented, the Company should realize savings of approximately \$450 million per year in addition to savings realized from competitive measures planned for its core businesses and the disposition of non-core assets.

17. As noted above, the final key tenet of the transformation plan is to devise a workable solution to the Debtors' current pension situation. The Debtors' goal is to retain the benefits accrued under the existing defined benefit U.S. pension plans for both the Debtors' hourly and salaried workforce. To do so, however, it will be necessary to freeze the current hourly U.S. pension plan as of October 1, 2006 and to freeze the current salaried U.S. pension plan as of January 1, 2007. Despite the freeze, because of the size of the funding deficit, it will also be necessary for the Debtors to obtain relief from the Pension Benefit Guaranty Corporation, the Internal Revenue Service, the Department of Labor, and potentially Congress, to amortize funding contributions over a long-term period. The Company intends to replace the hourly plan (for certain employees) and the salaried plan with defined contribution plans.

18. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality

products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

E. Background

19. On October 8, 2005, the Debtors filed the Motion For Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 Establishing Notification Hearing Procedures For Trading In Claims And Equity Securities (Docket No. 29). On October 12, 2005, this Court entered the Interim Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities (Docket No. 126).

20. On January 6, 2006, this Court entered the Final Trading Order. Paragraph 5 of the Final Trading Order requires an Entity<sup>1</sup> (i) that is not a Substantial Equityholder, (*i.e.*, an Entity with Tax Ownership of Stock in excess of 26,499,999 shares) and wishes to purchase or otherwise acquire Tax Ownership of an amount of common stock of Delphi ("Stock") that would cause the Entity to become a Substantial Equityholder and (ii) that is a Substantial Equityholder and wishes to purchase or acquire Tax Ownership of any additional Stock, to file with this Court and serve on the Debtors, their counsel, and counsel for the Creditors' Committee, a Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock (attached as Exhibit 1B to the Final Trading Order) prior to consummation of the acquisition of such Stock. The Final

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<sup>1</sup> All capitalized terms not defined herein have the meanings ascribed to them in the Final Trading Order.

Trading Order generally provides that the Debtors shall have 15 calendar days after receipt of a Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock to object to the proposed acquisition of Stock described in the Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock.

21. Paragraph 4 of the Final Trading Order provides that "[n]o entity may become a Substantial Equityholder without following the procedures set forth in paragraph 5 of [the] Final [Trading] Order." Paragraph 5 of the Final Trading Order sets forth specific restrictions and procedures for trading in Delphi's Stock.

22. Paragraph 9(a) of the Final Trading Order provides that any acquisition of Tax Ownership of Stock in violation of the restrictions and procedures set forth in paragraph 5 of the Final Trading Order shall be void ab initio, and the sanction for such violation shall be the reversal of the noncompliant transaction or such other (or additional) measures as the Court may consider appropriate.

23. Harbinger has represented to the Debtors that:

(a) On June 1, 2006, Harbinger acquired Tax Ownership of Stock in excess of 26,499,999 shares;

(b) On June 5, 2006, Harbinger acquired Tax Ownership of additional Stock resulting in a total Tax Ownership of Stock of 32,025,000 shares;

(c) On June 12, 2006, Harbinger filed a Schedule 13D with the Securities and Exchange Commission disclosing its holdings of Stock; and

(d) After the Debtors contacted Harbinger regarding the Schedule 13D and the terms of the Final Trading Order on June 14, 2006, Harbinger made no acquisitions or dispositions of Stock after such date.

24. Under the terms of the Final Trading Order, Harbinger's acquisition of Stock in excess of 26,499,999 shares constituted "Noncompliant Purchases." Among other things, Harbinger did not serve upon the Debtors a Notice of Intent to Purchase,

Acquire, or Otherwise Obtain Tax Ownership of Stock prior to such Noncompliant Purchases.

25. Under paragraph 9(a) of the Final Trading Order, the Noncompliant Purchases were void ab initio. As such, and consistent with paragraph 4 of the Final Trading Order, Harbinger never became a Substantial Equityholder under the Final Trading Order.

26. Harbinger has represented to the Debtors that it did not receive actual notice of the Final Trading Order and that the Noncompliant Purchases were wholly inadvertent. The Debtors assert that Harbinger did receive actual notice of the Final Trading Order and that, in any event, Harbinger also received constructive notice of the Final Trading Order.

27. The Debtors believe that the relief requested in this Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest.

Relief Requested

28. By this Motion, the Debtors respectfully request that this Court enter an order, which, inter alia, requires Harbinger to:

(a) Sell on the open market a sufficient number of shares of Stock it acquired in the Noncompliant Purchases (the "Stock Dispositions"), such that after the Stock Dispositions, Harbinger will hold fewer than 26.5 million shares of Stock. These open market transactions should be organized such that Harbinger has no actual knowledge of the identity of the persons or entity that is to become the beneficial owner of such Stock. The Stock Dispositions should be completed within 20 days after the entry of this Order. Harbinger would not be required to file:

- (i) A Notice of Status as a Substantial Equityholder as a result of any Stock Purchase;
- (ii) A Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock as a result of any Stock Purchase; and

- (iii) A Notice of Intent to Sell, Exchange, or Otherwise Dispose of Tax Ownership of Stock as a result of the Stock Dispositions;
- (b) Donate to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any profit Harbinger realizes from the disposition of such Stock; and
- (c) Not later than 25 days after the entry of the order, file a certificate with this Court confirming its compliance with these procedures and specifically describing the details of each Stock Disposition. Harbinger would be treated as never having owned the Stock acquired in the Noncompliant Purchases.

29. Harbinger has represented to Debtors' counsel that these procedures are acceptable to them and that Harbinger will not object to the entry of an order granting the relief requested herein.

Notice Of Motion

30. Notice of this Motion has been provided in accordance with the Seventh Supplemental Order under 11 U.S.C. §§ 102(1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824).

Memorandum Of Law

31. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter (a) an order granting this Motion and (b) granting such other further relief as is just.

Dated: New York, New York  
July 17, 2006

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
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- and -

By: /s/ Kayalyn A. Marafioti  
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(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
:  
In re :  
: Chapter 11  
DELPHI CORPORATION, et al. :  
: Case No. 05-44481 (RDD)  
Debtors. :  
: (Jointly Administered)  
:  
----- X

ORDER IMPLEMENTING FINAL TRADING ORDER  
IN RESPECT OF ACQUISITION OF STOCK  
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD

("HARBINGER TRADING ORDER")

Upon the motion, dated July 17, 2006 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order implementing the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities entered by this Court on January 6, 2006 (Docket No. 1780) (the "Final Trading Order") in respect of acquisition of Delphi common stock (the "Stock") by Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest, while at the same time

maintaining the integrity of the Final Trading Order; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

FOUND AND DETERMINED THAT:

A. On June 1, 2006, Harbinger acquired Tax Ownership of Stock in excess of 26,499,999 shares, which exceeded the amount set forth in the definition of Substantial Equity Holder in the Final Trading Order. Between June 1 and June 5, 2006, Harbinger acquired Tax Ownership of additional Stock resulting in a total Tax Ownership of Stock of 32,025,000 shares (such Stock purchases by Harbinger are collectively referred to as "Noncompliant Purchases"). On June 12, 2006, Harbinger filed a Schedule 13D with the Securities and Exchange Commission disclosing its holdings of Stock. After the Debtors contacted Harbinger regarding the Schedule 13D and the terms of the Final Trading Order on June 14, 2006, Harbinger made no acquisitions or dispositions of Stock after such date.

B. Harbinger's Noncompliant Purchases did not comply with the procedures set forth in the Final Trading Order. Among other things, a Notice of Intent to Purchase, Acquire or Otherwise Obtain Tax Ownership of Stock was not served prior to such Noncompliant Purchases.

C. Harbinger represents that the Noncompliant Purchases were wholly inadvertent.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED  
THAT:

1. The Motion is GRANTED as set forth herein.
2. Harbinger shall sell a sufficient number of shares of Stock it acquired in the Noncompliant Purchases (the "Stock Dispositions"), such that after the Stock Dispositions, Harbinger holds fewer than 26.5 million shares of Stock. The Stock Dispositions shall be made in open market transactions pursuant to which Harbinger does not have actual knowledge of the

identity of the persons or entity that is to become the beneficial owner of such Stock. The Stock Dispositions shall be completed within 20 days after the entry of this Order.

3. Harbinger shall not be required to file a Notice of Status as a Substantial Equityholder (attached as Exhibit 1A to the Final Trading Order) as a result of any Stock Purchase; Harbinger shall not be required to file a Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock (attached as Exhibit 1B to the Final Trading Order) as a result of any Stock Purchase; and Harbinger shall not be required to file a Notice of Intent to Sell, Exchange or Otherwise Dispose of Tax Ownership of Stock (attached as Exhibit 1C to the Final Trading Order) as a result of the Stock Dispositions.

4. If the aggregate amount realized by Harbinger on the Stock Dispositions reduced by related costs exceeds Harbinger's aggregate basis in the Stock sold pursuant to the Stock Dispositions (any such excess, the "Aggregate Gain"), then Harbinger shall promptly donate the Aggregate Gain to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

5. Not later than 25 days after the entry of this Order, Harbinger shall file a certificate, signed by an authorized officer of Harbinger, confirming that Harbinger has complied with this Order and specifically describing (a) the number of shares of Stock sold, (b) the date of each sale, (c) the price at which each share was sold, (d) the related costs of each sale, (e) the basis of each share sold, (f) the date on which each share was acquired, (g) the Aggregate Gain, if any, upon such sales and, (h) the organization(s) described in Section 501(c)(3) to which any Aggregate Gain was donated.

6. In the future, Harbinger shall comply in all respects with the applicable terms of the Final Trading Order and any other orders of this Court (whether now in effect or entered in

the future), to the extent then in effect, including, without limitation, in connection with any future transactions involving the acquisition or disposition of sale of either (a) Stock or (b) claims against the Debtors.

7. Under paragraph 9(a) of the Final Trading Order, the Noncompliant Purchases were void ab initio, and accordingly, Harbinger shall be treated as never having owned the Stock acquired in the Noncompliant Purchases.

8. The Final Trading Order remains in full force and effect, and nothing in this Order shall be deemed a modification, waiver, or alteration of any of the terms, conditions, or requirements of the Final Trading Order.

Dated: New York, New York  
July \_\_\_, 2006

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UNITED STATES BANKRUPTCY JUDGE

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
: (Jointly Administered)  
Debtors. :  
----- x

AFFIDAVIT OF KAYALYN A. MARAFIOTI  
IN SUPPORT OF APPLICATION  
FOR EXPEDITED HEARING ON MOTION  
TO IMPLEMENT FINAL TRADING ORDER IN  
RESPECT OF ACQUISITION OF STOCK BY  
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.

STATE OF NEW YORK )  
                        )  
COUNTY OF NEW YORK ) ss:  
                        )

KAYALYN A. MARAFIOTI, being duly sworn, deposes and says:

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the debtors in the above-captioned cases (the "Debtors"). I submit this affidavit in support of the Debtors' application for an expedited hearing on their Motion To Implement Final Trading Order In Respect Of Acquisition Of Stock By Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger"), dated July 17, 2006 (the "Harbinger Trading Motion").

2. The Debtors seek an expedited hearing on the Harbinger Trading Motion to preserve the integrity of this Court's Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable to Substantial Holders of Claims and Equity Securities and (B) Establishing Notification and Hearing Procedures for Trading in Claims and Equity Securities (the "Final Trading Order"), entered January 6, 2006 (Docket No. 1780).

3. As set forth in greater detail in the Harbinger Trading Motion, Harbinger has represented to the Debtors that it acquired shares of Delphi Corporation (the "Stock") through inadvertent noncompliance with the Final Trading Order. Under the terms of the Final Trading Order, such acquisitions of Stock by Harbinger were void ab initio, and must be reversed. To effect this reversal, Harbinger has agreed to divest itself of certain shares of Stock in accordance with a procedure that is acceptable to the Debtors and that will effectively enforce the provisions of the Final Trading Order.

4. Specifically, if the Harbinger Trading Order is entered, Harbinger would sell on the open market a sufficient number of shares of Stock acquired in noncompliance with the Final

Trading Order such that after such Stock dispositions, Harbinger would hold fewer than 26.5 million shares of Stock. If the funds realized by Harbinger on the dispositions of stock reduced by related costs exceed Harbinger's aggregate basis in the Stock sold pursuant to the Stock dispositions (any such excess, the "Aggregate Gain"), then Harbinger would promptly donate that Aggregate Gain to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Thereafter, Harbinger will be treated as never having owned the Stock acquired in noncompliance with the Final Order.

5. To preserve the Debtors' tax attributes and protect the integrity of the Court's Final Trading Order, it is essential that Harbinger commence the disposition of the necessary Stock as soon as possible. Accordingly, with the consent of Harbinger, the Debtors seek an expedited hearing on the Harbinger Trading Motion on July 19, 2006, at 10:00 a.m., the date and time of the Debtors' next omnibus hearing in these cases. I have notified counsel to the Debtors' official committee of unsecured creditors and counsel to the Debtors' official committee of equity security holders that the Debtors intend to seek a hearing on the Harbinger Trading Motion on July 19, 2006.

6. The Debtors believe that the relief requested in the Harbinger Trading Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest. The Debtors further believe that these interests would be best served by a prompt hearing on the motion.

7. No previous application for the relief requested herein has been made to this or  
any other court.

/s/ Kayalyn A. Marafioti  
KAYALYN A. MARAFIOTI

Sworn to before me  
this 17th day of July, 2006

/s/ Mary Haig  
Notary Public